CDW Corp Form 4 June 16, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Was

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

e Instruction 50(11) of the investment Con-

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CREAMER GLENN M			2. Issuer Name and Ticker or Trading Symbol CDW Corp [CDW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (M: C/O PROVIDENCE EQUITY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2016	_X_ Director 10% Owner Officer (give title Other (specify				
PARTNERS L.L.C., 50 KENNEDY PLAZA, 18TH FLOOR			00/13/2010	below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
PROVIDENCE, RI 02903				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non-Deri	ivati	ive Securities	s Acqu	uired, I	Disposed of, or B	Beneficially O	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	C	4. Securities A or Disposed o (Instr. 3, 4 and Amount	f (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	06/15/2016		J <u>(1)(2)</u>	3	3,634,765	D	\$ 0	0 (1) (2)	I	See footnotes (1) (2)
Common Stock, par value \$0.01	06/15/2016		J(1)(2)(3)(4)	(69,981	A	\$ 0	139,963 (4)	I	See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date		or Title Number			
						Exercisable					
				C-J- V	(A) (D)			of			
				Coue v	(A) (D)			7	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CREAMER GLENN M C/O PROVIDENCE EQUITY PARTNERS L.L.C. 50 KENNEDY PLAZA, 18TH FLOOR PROVIDENCE, RI 02903

X

Signatures

/s/ James S. Rowe, under Power of Attorney

06/16/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On June 15, 2016: (a) Providence Equity Partners VI L.P. ("PEP VI") made a pro rata distribution for no consideration of 2,302,963

- shares of common stock, par value \$0.01, of CDW Corporation ("Shares"), to Providence Equity GP VI L.P., its general partner ("PEP (1) GP"), and to its limited partners; (b) Providence Equity Partners VI-A L.P. ("PEP VI-A") made a pro rata distribution for no consideration of 792,246 Shares to PEP GP, its general partner, and to its limited partners; and (c) PEP Co-Investors (CDW) L.P. ("PEP Co-Investor") made a pro rata distribution for no consideration of 539,556 Shares to PEP GP, its general partner, and to its limited partners.
 - (Continued from footnote 1) The shares distributed by PEP VI, PEP VI-A and PEP Co-Investor may be deemed to be beneficially owned by PEP GP, the general partner of PEP VI, PEP VI-A and PEP Co-Investor and Providence Equity Partners VI LLC ("PEP LLC"), the
- (2) general partner of PEP GP. Mr. Creamer is a member of PEP LLC and may be deemed to have shared voting and investment power over such shares. Mr. Creamer hereby disclaims any beneficial ownership of any shares distributed by PEP VI, PEP VI-A and PEP Co-Investor except to the extent of his pecuniary interest therein

Reporting Owners 2

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- (3) The indirect acquisition of such Shares by Mr. Creamer was exempt under Rule 16a-9 and Rule 16a-13.
 - Consists of 139,963 Shares held directly by PEP GP. The shares held by PEP GP may be deemed to be beneficially owned by PEP LLC,
- the general partner of PEP GP. Mr. Creamer is a member of PEP LLC and may be deemed to have shared voting and investment power over such shares. Mr. Creamer hereby disclaims any beneficial ownership of any shares held by PEP GP except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.